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THIS INSTRUMENT PREPARED BY:
David B. Herbert, Attorney
ORTALE, KELLEY, HERBERT & CRAWFORD, LLP
200 Fourth Avenue, Suite 300
Nashville TN 37219

SPECIAL WARRANTY DEED

Name and Address of New Owner:
CNL AMERICAN PROPERTIES FUND, INC.
400 East South Street, Suite 500
Orlando, Florida 32801

Send Tax Bills To:
New Owner

Map/Parcel:
P/O 75-165.00

Street Address of Subject Property:
(Unimproved) 5000 Old Hickory Blvd., Hermitage Tn 37076

FOR AND IN CONSIDERATION of Ten ($10.00) Dollars, cash in hand paid by the hereinafter named Grantee, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, **TW TENNESSEE, LLC, a Tennessee limited liability company, "Grantor"**, has bargained and sold, and by these presents does transfer and convey unto **CNL AMERICAN PROPERTIES FUND, INC., "Grantee"**, a certain tract or parcel of land in **Davidson County, State of Tennessee**, more particularly described as follows:

Property located in the 12th Councilmanic District of Nashville, Davidson County, Tennessee, being Lot No. 1 on the Final Plat to Hermitage Market Place, Third Revision, of record in Plat Book 8250, page 855, Register's Office for Davidson County, Tennessee, and being more particularly described according to a survey prepared by Wamble and Associates, PLLC, on January 27, 1998, as follows:

Beginning at an iron rod (old) on the northeasterly right-of-way line of Old Hickory Boulevard, being the southwest corner of property conveyed to Wal-Mart properties, Inc., of record in Book 5932, page 557, R.O.D.C. TN, said point also being the northwest corner of the herein described property; thence following the south line of said Wal-Mart property, South 83 degrees 45 minutes 32 seconds East 63.42 feet to an iron rod (new), being the southeast corner of Wal-Mart, also being the southwest corner of property conveyed to the Metropolitan Government Electric Power Board of record in Book 3922, page 468, R.O.D.C. TN; thence, following the south line of Metropolitan Government property, South 83 degrees 48 minutes 00 seconds East 304.75 feet to an iron rod (old), being a common corner with Lot No. 2 of Hermitage Market Place; thence, following the common line with Lot No. 2, South 00 degrees 08 minutes 34 seconds West 180.84 feet to an iron rod (old), being a common corner with Lot No. 1A of Hermitage Market Place; thence following the common line with Lot No. 1A, North 89 degrees 59 minutes 43 seconds East 151.05 feet to an iron rod (old); thence, North 55 degrees 57 minutes 48 seconds East 81.55 feet to an iron rod (old), being the northeasterly right-of-way line of Old Hickory Boulevard; thence following said right-of-way line with a curve to the right having a central angle of 09 degrees 32 minutes 04 seconds, a radius of 1,829.86 feet, an arc length of 304.51 feet and a chord bearing and distance of North 28 degrees 53

minutes 13 seconds West 304.15 feet to the point of beginning, containing 63,400 square feet, or 1.46 acres.

Together with all appurtenant rights and easements including, but not limited to, those contained in the Declaration of Easements, Restrictive Covenants, Restrictions and Condition of record in Book 10202, page 607, and those contained in Reciprocal Cross Parking Easement Agreement of record in Book 10741, page 821, both in the Register's Office for Davidson County, Tennessee.

Being the same property conveyed to TW Tennessee, LLC, by Special Warranty Deed from Spartan Food Group, Inc., of record in Book 10791 **, page** 141 **, Register's Office for Davidson County, Tennessee.**

The conveyance of the above described parcel of land is subject to the following:

1. Taxes and assessments for 1998 and subsequent years, a lien, but not yet due and payable.

2. Any and all zoning regulations, setback lines, if any, easements and rights of way for public utilities that may be applicable to the lot in question.

3. Reciprocal Cross Parking Easement Agreement of record in Book 10741, page 821, Register's Office for Davidson County, Tennessee.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its heirs and assigns, forever, and GRANTOR does covenant with the said GRANTEE that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, unless otherwise herein set out; and GRANTOR does further covenant and bind itself, its heirs, successors, assigns and representatives, to warrant and forever defend the title to the said land to the said GRANTEE, its heirs and assigns, against the lawful claims of all persons claiming by or through Grantor. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

WITNESS its hand this 10th day of February, 1998.

TW TENNESSEE, LLC,
a Tennessee limited liability company

BY: _____
Its: SECRETARY

STATE OF TENNESSEE]
COUNTY OF DAVIDSON]

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared A.R. Wellhoefer _____, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who, upon oath acknowledged him self to be the Secretary of TW TENNESSEE, LLC, the within named bargainor, and that as such Secretary, being authorized so to do, executed the foregoing instrument for the purpose therein contained.

WITNESS my hand and official seal at Nashville Tennessee, this 10th day of February, 1998.

NOTARY PUBLIC
My commission expires: 11/24/2001

STATE OF TENNESSEE]
COUNTY OF DAVIDSON]

The actual consideration or value whichever is greater for this transfer is $ 475,000.00 .

Affiant

Subscribed and sworn to before me, this the 10th day of February, 1998.

NOTARY PUBLIC
My commission expires: 11/24/2001

2316 02/11 0101 03CHECK 1770.50

98 FEB 11 AM 11:08

DAVIDSON COUNTY REGISTER

IDENTIFICATION/REFERENCE

11399720

OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

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CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT
475000.00
CON TX 1757.50
PRFEE 1.00
WDEED 12.00
TOTAL 1770.50
CHECK 1770.50

02/11/98 01 11:10 0001 2316

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0399720
IDENTIF. & REFERENCE

98 FEB 11 AM 11:08

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 1252845